IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

COMPANY PETITION No. 189 of 2007
WITH
COMPANY PETITION No. 190 of 2007

For Approval and Signature:

HONOURABLE MR.JUSTICE K.A.PUJ Sd/-

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1.	Whether Reporters of Local Papers may be allowed to see the judgment ?	**YES**
2.	To be referred to the Reporter or not ?	**NO**
3.	Whether their Lordships wish to see the fair copy of the judgment ?	**NO**
4.	Whether this case involves a substantial question of law as to the interpretation of the constitution of India, 1950 or any order made thereunder ?	**NO**
5.	Whether it is to be circulated to the civil judge ?	**NO**

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GSFC INVESTMENT AND LEASING COMPANY LIMITED - Petitioner
Versus
. . - Respondent

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Appearance :
MR NAVIN K PAHWA for Petitioner.
MR HARIN RAVAL, ASSISTANT SOLICITOR GENERAL for Respondent.

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CORAM : HONOURABLE MR.JUSTICE K.A.PUJ

Date : 10/12/2007
COMMON ORAL JUDGMENT

1. GSFC Investment & Leasing Company Limited, the Transferor Company and Gujarat State Fertilizers & Chemicals Limited, the Transferee Company have filed these petitions seeking sanction of the Scheme of Amalgamation of the Transferor Company with the Transferee Company. It is stated that the transferor company is the wholly owned subsidiary of the Transferee Company.

2. GSFC Investment & Leasing Company Limited, the Transferor Company filed Company Application No. 330 of 2007 seeking dispensation of the meeting of the shareholders and Unsecured Creditors. It is stated that the Company has no Secured Creditors. This Court vide order dated 16.08.2007 made in Company Application No. 330 of 2007 directed dispensation of meeting of the shareholders and the Unsecured Creditors.

3. Gujarat State Fertilizers & Chemicals Limited, the Transferee Company filed Company Application No.331 of 2007 seeking directions to convene meeting of the Equity Shareholders of the Company. This Court vide order dated 09.08.2007 made in Company Application No.331 of 2007 directed convening of meeting of Equity Shareholders on 21.09.2007 for the purpose of considering the Scheme of Amalgamation. This Court also directed publication of advertisement in local daily

Indian Express and **Loksatta – Jansatta –** both Baroda editions.

4. Pursuant to the order dated 09.08.2007 made in Company Application No. 331 of 2007, Shri Prem Kumar Taneja, the Chairman appointed for the meeting has filed his report dated 21.09.2007 duly supported by an Affidavit dated 26.09.2007. A perusal of the Chairman's report suggests that the Scheme of Amalgamation has been approved unanimously by the Equity Shareholders who remained present either personally or by proxy. The Scheme of Amalgamation is thus unanimously approved by the shareholders of the Transferee Company.

5. Both the petitions came to be admitted by an order dated 04.10.2007. Notice of the petition was directed to be issued to the Central Government through Regional Director, Corporate Affairs, Mumbai in both the petitions. The Court directed publication of advertisement in **Indian Express** and **Loksatta – Jansatta –** both Baroda editions. Publication in the Government Gazette was dispensed with. In case of Transferor Company, this Court directed issuance of notice to the Official Liquidator as well as with a direction to submit report. Affidavit of publication with necessary newspaper cuttings are filed on 07.11.2007.

6. Pursuant to the order dated 04.10.2007, the Central Government has through Shri P. L. Malik, Assistant

Registrar of Companies filed an affidavit dated 31.10.2007. There appears to be no objection to the sanction of the Scheme of Amalgamation by the Central Government, subject of course to submitting of latest financial statements before the Court along with the report of the Chartered Accountant dated 30.11.2007.

7. The Official Liquidator has filed his report dated 07.12.2007. A perusal of the report shows that the Official Liquidator has stated that the affairs of the Company are not being conducted in a manner prejudicial to the interest of the Company or to the public interest.

8. Having heard Mr. Navin K. Pahwa, learned advocate appearing for the petitioner Companies and considering the above facts and circumstances and particularly the fact that the Scheme of Amalgamation has been approved by the shareholders and the Creditors and that there has been no objection by the office of the Central Government through the Regional Director and the Official Liquidator, the Scheme of Amalgamation seeking to amalgamate GSFC Investment & Leasing Company Ltd., the Transferor Company with Gujarat State Fertilizers & Chemicals Limited, the Transferee Company is hereby sanctioned.

9. The fees of the Central Government is fixed at Rs.3,500/- each in both the petitions which may be paid by the Transferee Company directly by drawing cheque in

favour of Mr. Harin Raval, Assistant Solicitor General of India.

10. Both these petitions are accordingly disposed of.

Sd/-
[K. A. PUJ, J.]

Savariya